

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Northern District of CA
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Sizzler USA Franchise, Inc.

2. All other names debtor used in the last 8 years None
Include any assumed names, trade names, and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 95-4632167

4. Debtor's address

Principal place of business		Mailing address, if different from principal place of business
23352	Madero Road	
Number	Street	Number Street
Suite B		P.O. Box
Mission Viejo	CA	92691
City	State	ZIP Code
Orange		Location of principal assets, if different from principal place of business
County		Number Street
		City State ZIP Code

5. Debtor's website (URL) Sizzler.com

Name

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

7 2 2 5

8 Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

☒ No
☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

☒ No
☐ Yes. Debtor _____ Relationship _____
District _____ When _____
MM / DD / YYYY
Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number _____ Street _____
City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input checked="" type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/21/2020

Signed by: MM / DD / YYYY



BEED1809CG3B46C...

Signature of authorized representative of debtor

Christopher Perkins

Printed name

Title Chief Services Officer

18. Signature of attorney

X

/s/ Jeannie Kim

Date 09/21/2020

Signature of attorney for debtor

MM / DD / YYYY

Jeannie Kim

Printed name

Sheppard, Mullin, Richter & Hampton, LLP

Firm name

Four Embarcadero Center

17th Floor

Number Street

San Francisco

CA

94111

City

State

ZIP Code

(415) 434-9100

jekim@sheppardmullin.com

Contact phone

Email address

270713

CA

Bar number

State

**OMNIBUS RESOLUTIONS AND WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF:**

**SIZZLER USA ACQUISITION, INC.
SIZZLER USA HOLDINGS, INC.
SIZZLER USA FINANCE, INC.
WORLDWIDE RESTAURANTS CONCEPTS, INC.
SIZZLER USA, INC.
SIZZLER USA FRANCHISE, INC.
SIZZLER USA REAL PROPERTY, INC.
SIZZLER USA RESTAURANTS, INC.**

**AUTHORIZING FILING OF CHAPTER 11 PETITIONS
AND OTHER RESOLUTIONS**

The following constitutes resolutions (the “Resolutions”) adopted by the members of the Boards of Directors (each referenced in these Resolutions as the “Board”) of Sizzler USA Acquisition, Inc., Sizzler USA Acquisition, Inc., Sizzler USA Holdings, Inc., Sizzler USA Finance, Inc., Worldwide Restaurants Concepts, Inc., Sizzler USA, Inc., Sizzler USA Franchise, Inc., Sizzler USA Real Property, Inc., Sizzler USA Restaurants, Inc., each a Delaware corporation (each a “Company”), at a meeting of the Board held on September 20, 2020, to take the following actions under the stockholder agreements, bylaws, articles of incorporation, or operating agreement, as applicable, of each Company and the laws of Delaware:

WHEREAS, the Board has considered the financial condition and circumstances of the Company, including without limitation the assets and liabilities of the Company, the strategic alternatives available to the Company, and the impact of the foregoing on the Company’s operational performance;

WHEREAS, the Board has reviewed, considered and received the recommendations of the Company’s management and the Company’s professional advisors as to the relative risks and benefits of a bankruptcy proceeding; and

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, stockholders, and other stakeholders, that the Company be authorized and empowered to file, at such time, if any, as is deemed appropriate by an authorized officer of each Company, a voluntary petition for relief (each a “Petition”) under chapter 11 (including subchapter V thereof) of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for Northern the District of California, San Jose Division (the “Bankruptcy Court”), for the purpose of initiating a bankruptcy case (each, a “Bankruptcy Case,” and collectively, the “Bankruptcy Cases”) for each Company and restructuring their financial affairs and for all other lawful purposes under the Bankruptcy Code.

NOW THEREFORE, BE IT RESOLVED, that, in the judgment of the Board, it is desirable and in the best interest of the Company, its creditors, stockholders, other stakeholders, and parties in interest that the Petitions be filed on behalf of the Company;

RESOLVED FURTHER, that filing of the Petitions on behalf of the Company be, and the same hereby are, approved and adopted in all respects and that Christopher M. Perkins, Timothy Perkins, or any other person designated and so authorized to act (each, an “Authorized Officer” and collectively, the “Authorized Officers”) acting alone or together, be, and each is hereby authorized, empowered and directed on behalf of, and in the name of, the Company (i) to execute and verify the Petitions as well as any other ancillary documents and to cause the Petitions to be filed with the Bankruptcy Court, and (ii) to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing;

RESOLVED FURTHER, that in connection with the foregoing, each of the Authorized Officers, acting alone or together, is hereby designated as the individual with primary and/or sole responsibility for handling matters in the Bankruptcy Case;

RESOLVED FURTHER, that each of the Authorized Officers is authorized and empowered, on behalf of and in the name of the Company to execute, verify and file with the Bankruptcy Court, or cause to be executed, verified and/or filed with the Bankruptcy Court (or direct others to do so on his behalf) all necessary documents, including, without limitation, the petitions, schedules, lists, motions, applications and other papers and documents necessary or desirable in connection with the Bankruptcy Case and to take any and all other actions deemed necessary, proper, or desirable in connection with the Bankruptcy Case, with a view to the successful prosecution of each;

RESOLVED FURTHER, that each of the Authorized Officers is authorized and empowered, on behalf of and in the name of the Company to execute that certain Postpetition Promissory Note and Security Agreement (the “DIP Financing Agreement”) and to grant any guarantees, pledges and other security interests as necessary to obtain use of financing thereunder;

RESOLVED FURTHER, that each of the Authorized Officers is authorized and empowered to retain on behalf of the Company, the law firm of Sheppard, Mullin, Richter & Hampton LLP as bankruptcy counsel, to render legal services to, and to represent the Company in connection with such proceedings and all other related matters in connection therewith, on such terms as the person retaining such firm shall approve;

RESOLVED FURTHER, that each of the Authorized Officers is authorized and empowered on behalf of, and in the name of, the Company to continue the employment and retention of professionals in the ordinary course and in the Bankruptcy Case to retain and employ other attorneys, accountants, and other professionals, including conflicts counsel, to assist in the Company’s Bankruptcy Case on such terms as are deemed necessary, proper, or desirable;

RESOLVED FURTHER, that the Company will obtain benefits from the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the “Cash Collateral”), which is security for Kevin Perkins (the “Prepetition Lender”);

RESOLVED FURTHER, that in order to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, the Company will provide certain adequate protection to the Prepetition Lender (the “Adequate Protection Obligations”), as documented in a proposed interim order (the “Interim Cash Collateral Order”) and submitted for approval to the Bankruptcy Court;

RESOLVED FURTHER, that the Company, as debtors and debtors in possession under the Bankruptcy Code, be and hereby are, authorized to incur the Adequate Protection Obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the Interim Cash Collateral Order;

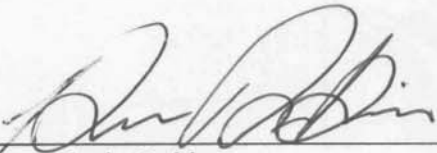
RESOLVED FURTHER, that the Company, as debtors and debtors in possession under the Bankruptcy Code, be and hereby are, authorized to formulate and pursue confirmation of a plan of reorganization (the "Plan") under chapter 11 of the Bankruptcy Code, including subchapter V, and to undertake any and all transactions necessary to confirm and effectuate a Plan;

RESOLVED FURTHER, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and they hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action to: execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents; and pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein;

RESOLVED FURTHER, that any and all actions taken by any of the Authorized Officers pursuant to the foregoing resolutions are hereby approved; and

RESOLVED FURTHER, that any and all past actions heretofore taken by officers or directors of the Company in the name of or on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are ratified, approved, and adopted.

IN WITNESS WHEREOF, the undersigned has executed these Omnibus Resolutions and Written Consent as of the date set forth above.


By: Kevin Perkins
Title: Director of Perkins US Financial
Services Pty Ltd, trustee for the
KPUS Trust

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA**

In re Sizzler USA Franchise, Inc.
Debtor(s)

Case No. _____
Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned authorized officer for the above-captioned debtor, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Sizzler USA, Inc., a Delaware corporation

☐ None [*Check if applicable*]

Date September 21, 2020

DocuSigned by:

Signature BEED1899CC3B46C
Name: Christopher Perkins
Title: President & Chief
Services Officer

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA**

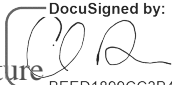
In re Sizzler USA Franchise, Inc. Case No. 20-
Debtor(s) Chapter 11

LIST OF EQUITY HOLDERS

Pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure, the following is the list of the equity security holders of the above-captioned debtor in possession as of the date hereof.

Name and Last Known Address of Equity Interest Holder	Percentage of Interest	Type of Equity Interest
Sizzler USA, Inc.	100%	Stock

Date September 21, 2020

DocuSigned by:

Signature BEED1890CC3B46C
Name: Christopher Perkins
Title: President and Chief Services
Officer

Fill in this information to identify the case:

Debtor name Sizzler USA Franchise, Inc.

United States Bankruptcy Court for the: Northern District of CA
(State)

Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Solutions Group 24835 E La Palma Suite E Yorba Linda, 92887-5804		Trade Debt				7,252.01
2	Sizzler So Calif Regional 7435 University Avenue La Mesa, CA 91942		Professional Services				6,465.12
3	Sizzler National Advertising Fund Dept 0767 Los Angeles, CA 90084-0767		Professional Services				1,616.28
4	The Dot Printer 2424 McGaw Avenue Irvine, CA 92614		Trade Debt				1,187.40
5							
6							
7							
8							

Debtor

Sizzler USA Franchise, Inc.

Name

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							



Fill in this information to identify the case and this filing:

Debtor Name Sizzler USA Franchise, Inc.

United States Bankruptcy Court for the: Northern District of CA
(State)

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

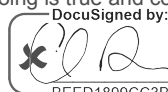
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Master Mailing Matrix

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/21/2020
MM / DD / YYYY

DocuSigned by:


Signature of individual signing on behalf of debtor

Christopher Perkins

Printed name

Chief Services Officer

Position or relationship to debtor

